UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 19, 2026

SOLESENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-42589**	**36-3687863**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1319 Marquette Drive
Romeoville, Illinois 60446
(Address of Principal Executive Offices) (Zip Code)

(630) 771-6708
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value per share	SLSN	The NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On August 19, 2026, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

99.1	Press Release dated August 19, 2026
99.2	Earnings Call Transcipt
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SOLESENCE, INC.

Date: August 19, 2026

By: /s/ Laura Riffner
Laura Riffner
Chief Financial Officer

EXHIBIT 99.1

Solésence Reports Second Quarter 2026 Financial Results

Quarterly Report Filed on Form 10-Q

Company to Host Conference Call at 5:00 p.m. ET Today

ROMEOVILLE, Ill., Aug. 19, 2026 (GLOBE NEWSWIRE) -- Solésence, Inc. (Nasdaq: SLSN), a leader in scientifically driven health care solutions across beauty and life science categories, today reported its financial results for the second quarter ended June 30, 2026.

"In the second quarter, our business focused on operational execution and financial discipline as we continue implementing our Transform and Transcend strategy," said Kevin Cureton, President and Chief Executive Officer. "By leveraging our intellectual property to enter high-growth markets, and expanding our co-marketing initiatives, we are solidifying our position as a trusted partner to premier brands. Combined with our targeted operational efficiency initiatives, these efforts ensure Solésence remains lean, agile, and structured for long-term value creation."

Second Quarter 2026 Financial Highlights

- Second-quarter revenue was $15.3 million, compared to $20.4 million in the second quarter of 2025. Results in the prior-year period benefited from a one-time revenue boost driven by a major Solésence product launch and initial inventory pipeline fill.
- Gross profit in the second quarter was $4.7 million, compared to $6.4 million for the same period in 2025.
- Gross margin in the second quarter was 31%, compared to 32% for the same period in 2025.
- Net loss in the second quarter was $158,000, compared to net income of $3.2 million for the same period in 2025.

Accounting Update

As previously disclosed, the Company filed a Form NT 10-Q regarding its quarterly report for the period ended June 30, 2026. The Company has completed its evaluation regarding historical inventory costing allocation methodologies. The Company's Quarterly Report on Form 10-Q for the second quarter ended June 30, 2026, has been filed with the U.S. Securities and Exchange Commission (SEC) and is accessible on the SEC's website at www.sec.gov as well as in the Investor Relations section of the Company's website at ir.solesence.com.

Second Quarter 2026 Conference Call Details
Date/Time: Wednesday, August 19, 2026 – 4:00 p.m. CT, 5:00 p.m. ET

Speakers: Kevin Cureton, President & Chief Executive Officer and Laura Riffner, Chief Financial Officer

Webcast Link: https://edge.media-server.com/mmc/p/ecgoveo8/

Dial-In Link: https://register-conf.media-server.com/register/BIb4a184933a544641a8f41396efd90a13

To receive the dial-in number, as well as your personalized PIN, you must register at the above link. Once registered, you will also have the option to have the system dial-out to you once the conference call begins. If you forget your PIN prior to the conference call, you can simply re-register.

The call may also be accessed through the Company's investor relations website, at https://ir.solesence.com/. Please join the conference call at least five minutes before the start time.

About Solésence, Inc.
Solésence, Inc. (Nasdaq: SLSN) is a leader in scientifically-driven health care solutions across beauty and life science categories. With a mission to deliver joy through innovation, inclusivity and the science of beautiful skin, we have redefined mineral-based sun protection by maximizing transparency, effectiveness, aesthetics, and wearability — empowering individuals to embrace beauty on their own terms. Combining best-in-class skin health solutions with the celebration of self-care, we allow brands to deliver unique product claims and attributes by seamlessly integrating protection, prevention, and treatment technologies into daily use products. Learn more at solesence.com.

Forward-Looking Statements
This press release contains words such as "expects," "shall," "will," "believes," and similar expressions that are intended to identify forward-looking statements within the meaning of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995. Such statements in this announcement are made based on the Company's current beliefs, known events and circumstances at the time of publication, and as such, are subject in the future to unforeseen risks and uncertainties that could cause the Company's results of operations, performance, and achievements to differ materially from current expectations

expressed in, or implied by, these forward-looking statements. These risks and uncertainties include, without limitation, the following: a decision by a customer to cancel a purchase order or supply agreement in light of the Company's dependence on a limited number of key customers; uncertain demand for, and acceptance of, the Company's engineered materials, ingredients, and fully formulated products; the Company's manufacturing capacity and product mix flexibility in light of customer demand; the Company's limited marketing experience; changes in development and distribution relationships; the impact of competitive products and technologies; the Company's dependence on patents and protection of proprietary information; the resolution of litigation in which the Company may become involved; the impact of any potential new government regulations that could be difficult to respond to or too costly to comply with while remaining financially viable; the ability of the Company to maintain an appropriate electronic trading venue; and other factors described in the Company's Form 10-K filed March 31, 2026. In addition, the Company's forward-looking statements could be affected by general industry and market conditions and growth rates. Except as required by federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events, uncertainties, or other contingencies.

Media Contact:
media@solesence.com
Investor Relations Contact:
investors@solesence.com

SOLESENCE, INC

CONSOLIDATED BALANCE SHEETS
(Unaudited Consolidated Condensed)

	(in thousands except share and per share data)	
ASSETS	**June 30, 2026 (Unaudited)**	**December 31, 2025 (Unaudited)**
Current assets:		
Cash	$ 1,046	$ 1,288
Trade accounts receivable	10,240	7,642
Allowance for credit losses	(895)	(806)
Trade accounts receivable, net	9,345	6,836
Inventories, net	12,957	14,963
Prepaid expenses and other current assets	1,922	2,141
Total current assets	25,270	25,228
Equipment and leasehold improvements, net	14,794	14,329
Operating leases, right of use	6,337	6,913
Other assets, net	36	37
Total assets	$ 46,437	$ 46,507
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Line of credit, accounts receivable, related party	3,787	4,767
Current portion of line of credit, inventory, related party	9,500	-
Current portion of debt, related parties	1,000	-
Current portion of operating lease obligations	1,343	1,255
Accounts payable	4,968	4,098
Deferred revenue	1,937	930
Accrued expenses	3,478	2,879
Total current liabilities	26,013	13,929
Long-term portion of operating lease obligations	7,070	7,798
Long-term portion of line of credit, inventory, related party	-	9,500
Long-term portion of debt, related parties	-	1,000
Asset retirement obligations	200	194
Total long-term liabilities	7,270	18,492
Stockholders' equity:		

Preferred stock, $.01 par value, 24,088 shares authorized and no shares issued and outstanding	-	-
Common stock, $.01 par value, 95,000,000 shares authorized; 70,632,445 and 70,614,045 shares issued and outstanding on March 31, 2026 and December 31, 2025, respectively	706	706
Additional paid-in capital	115,754	115,566
Accumulated deficit	(103,306)	(102,186)
Total stockholders' equity	13,154	14,086
Total liabilities and shareholders' equity	$ 46,437	$ 46,507

SOLESENCE, INC

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited Consolidated Condensed)
(in thousands except share and per share data)

	Three months ended June 30,		Six months ended June 30,	
	2026	**2025**	**2026**	**2025**
Revenue:				
Product revenue	$ 15,286	$ 20,261	$ 28,205	$ 34,836
Other revenue	46	98	85	148
Net revenue	15,332	20,359	28,290	34,984
Cost of revenue	10,584	13,916	20,400	24,895
Gross profit	4,748	6,443	7,890	10,089
Operating expense:				
Research and development expense	947	955	1,990	1,973
Selling, general and administrative expense	3,680	3,012	6,479	5,120
Net (loss) income from operations	121	2,476	(579)	2,996
Interest income				
Interest expense	279	87	543	263
Other nonoperating income	-	1,234	2	1,234
Net (loss) income before provision for income taxes	(158)	3,623	(1,120)	3,967
Provision for income taxes	-	390	-	390
Net (loss) income	$ (158)	$ 3,233	$ (1,120)	$ 3,577
Net (loss) income per share-basic	$ -	$ 0.04	$ (0.02)	$ 0.05
Weighted average number of common shares outstanding - basic	70,637,199	70,200,039	70,631,380	70,151,928
Net (loss) income per share-diluted	$ -	$ 0.04	$ (0.02)	$ 0.05
Weighted average number of common shares outstanding - diluted	70,637,199	72,580,679	70,631,380	72,497,929

SOLESENCE, INC

CONSOLIDATED STATEMENTS OF OPERATIONS - EXPANDED SCHEDULE
(Unaudited Consolidated Condensed)
(in thousands except share and per share data)

	Three months ended June 30,	Six months ended June 30,

	2026	2025	2026	2025
Revenue:				
Product revenue	$ 15,286	$ 20,261	$ 28,205	$ 34,836
Other revenue	46	98	85	148
Net revenue	15,332	20,359	28,290	34,984
Cost of revenue detail:				
Depreciation	308	216	610	432
Non-Cash equity compensation	22	28	42	54
Other costs of revenue	10,254	13,672	19,748	24,409
Cost of revenue	10,584	13,916	20,400	24,895
Gross profit	4,748	6,443	7,890	10,089
Operating expense:				
Research and development expense detail:				
Depreciation	5	4	10	7
Non-Cash equity compensation	17	28	35	55
Other research and development expense	925	923	1,945	1,911
Research and development expense	947	955	1,990	1,973
Selling, general and administrative expense detail:				
Depreciation and amortization	10	6	16	11
Non-Cash equity compensation	40	64	86	138
Other selling, general and administrative expense	3,630	2,942	6,377	4,971
Selling, general and administrative expense	3,680	3,012	6,479	5,120
Net (loss) income from operations	121	2,476	(579)	2,996
Interest income				
Interest expense	279	87	543	263
Other nonoperating income	-	1,234	2	1,234
Net (loss) income before provision for income taxes	(158)	3,623	(1,120)	3,967
Provision for income taxes	-	390	-	390
Net (loss) income	$ (158)	$ 3,233	$ (1,120)	$ 3,577
Non-GAAP Disclosure (see note regarding Non-GAAP disclosures):				
Addback Interest, net	279	87	543	263
Addback Depreciation/Amortization	323	226	636	450
Addback Non-Cash Equity Compensation	79	120	163	247
Subtract Non-Cash Other Income	-	-	-	-
Adjusted EBITDA	$ 523	$ 3,666	$ 222	$ 4,537

SLSN Q2 2026 Earnings Script

Solésence (SLSN) Q2 2026 Conference Call Script

Operator

Good day. Thank you for standing by. Welcome to the Solésence Second Quarter 2026 conference call. Today's call is being recorded. On today's call, we have Kevin Cureton, President and Chief Executive Officer of Solésence, and Laura Riffner, Chief Financial Officer of Solésence.

During this call, management will make statements that include forward-looking statements within the meaning of the federal securities laws, which are pursuant to the safe harbor provision of the Private Securities Litigation Reform Act of 1995.

This conference call may contain certain statements that reflect the company's current beliefs, and a number of important factors could cause actual results for future periods to differ materially from those stated on this call. These important factors include, without limitation, a decision of a customer to cancel purchase order or supply agreements, demand for and acceptance of the company's personal care ingredients, advanced materials, and formulated products, changes in development and distribution relationships, the impact of competitive products and technology, possible disruption in commercial activities occasioned by public health issues, terrorist activity and armed conflict and other risks indicated in the company's filings with the Securities and Exchange Commission.

Except as required by federal securities laws, the Company undertakes no obligation to update or revise these forward-looking statements to reflect new events, uncertainties, or other contingencies. I'll now hand the conference over to Kevin Cureton, President and Chief Executive Officer. Please go ahead, sir.

Speaker: Kevin Cureton, President & CEO

Thank you, operator. And thank you to our investors, brand partners, and teammates who join us today for your continued support.

We have an important issue to discuss today: the NT 10-Q, the impact on this past quarter's results, and how we move forward. Laura will take us through much of the first part of this discussion. As you prepare to hear Laura's remarks however, please keep 3 things in mind:

First, the highest priority for Laura and for me is ensuring that Solesence operates with uncompromising integrity across every aspect of our business, from our manufacturing floors to our financial reporting. This is to ensure that all our stakeholders – shareholders, teammates, brand partners, and supply partners – can have faith in the results we report. We fully appreciate the seriousness of this accounting matter, and we are addressing it accordingly;

Second, while solving a legacy costing matter is never easy, addressing it head-on and retooling our internal controls is precisely what it takes to mature into the world-class enterprise we plan to be. Therefore, Laura and I have been laser-focused on ensuring we take the necessary steps to ensure our financial foundation is reliable and rigorous – that's the second point I wanted to make.

The third point is that we expect our business strategy, our growth prospects, and our plans for growing the company's enterprise value will remain unchanged and unaffected by this matter.

With that, I'll turn over the call to Laura.

Speakers: Laura Riffner, CFO

Thank you, Kevin.

Before walking through our second-quarter financial performance, I want to address our recent form NT 10-Q filing and provide full clarity on our accounting evaluation.

During our quarter-end review, we identified an issue with our historical inventory costing methodology regarding how indirect manufacturing costs were allocated to inventory. Working closely with our advisors, we have completed our evaluation and are implementing the necessary restatement to correct this inventory valuation issue.

I want to be clear about what the restatement means for our shareholders. The adjustments relate to the accounting for certain costs within inventory and do not affect the underlying cash generated or used by the business, our day-to-day operations, or our ability to serve our brand partners. The adjustments relate primarily to the accounting for certain costs within inventory and the resulting recognition of those costs in the financial statements.

As part of our remediation efforts, we are enhancing our inventory costing processes and related controls, including additional formalized periodic reviews of overhead cost pools, allocation methodologies and burden rates. We are also strengthening the documentation and oversight of these processes to support their consistent application going forward. We will continue implementing these remediation activities.

Turning to our operational execution, we continued the disciplined implementation of our transform and transcend strategy in the second quarter, building on our foundational work to drive operational efficiency.

For Q2 of 2026, revenue was $15.3 million, compared to $20.4 million in the second quarter of 2025 – which had been a quarter that benefited from a major new product launch and pipeline fill. While Q2 2026 revenue from this product was lower than in Q2 2025, we continue to see gains in both reorders and forecasts for this product line. The drop in revenue for this product line was partially offset by growth with other brand partners in the prestige beauty sector. In Q2 2026, we achieved a 31% gross margin, versus a restated 32% in Q2 2025. This gross margin performance on a 25% lower revenue level as compared to last year is a clear sign of continued improvements in labor efficiency in line with our Transform and Transcend goals, and we are pleased to see that momentum has continued in the second quarter.

SLSN Q2 2026 Earnings Script

Second quarter had a loss of $158,000 compared to net income of $3.2 million in the prior year. Adjusted EBITDA for the second quarter was $ 523,000, compared to $3.7 million for the second quarter of last year. The decline in net income and adjusted EBITDA versus the prior year was related to the lower revenue as compared to 2025 and one-time events related to Refy that decreased net income by approximately $938,000, and the ERC payment we received in Q2 2025 that positively increased net income last year by $1.4 million.

Looking forward, we can now confidently expect to outperform 2025 on a full-year revenue basis. Underpinning our confidence is that, as of August 17th, our shipped and on-hand orders for 2026, which include orders shipped as well as those we expect to ship this year, totaled $64.9 million, up from $60.0 million in the same period in 2025.

We also expect the third quarter to show sequential improvement in both revenue and profitability, and we project that the second half of 2026 will generate approximately $35 million in revenue — marking the strongest second-half performance in the company's history.

Overall, while we are disappointed that this issue with our legacy accounting methodology existed, we are fully committed to addressing it and are prepared to do so while maintaining the consistent progress in our first and foundational pillar of Transform and Transcend: operational excellence. While much work remains, we are confident in our ability to continue the positive momentum of Q2. I'll now turn it back to Kevin.

Speaker: Kevin Cureton, President & CEO

Thank you, Laura.

As I mentioned earlier, we want to make sure it's absolutely clear that we take these inventory valuation changes seriously, and like you, are frustrated and disappointed by issues like this that result from how this business was grown and managed in the past. However, it should not be overlooked that as we exit Q2 and enter Q3, Solesence has gained momentum to achieve double-digit growth, a consistent part of our history. We have also implemented the tools and processes to deliver sustainable profitability commensurate with our expectations as a technology-driven company and those of our investors.

More importantly, this accounting matter does not change the commercial reality of our business: our operational momentum is accelerating, our brand partners are growing, and we are entering the strongest second half in Solésence's history with $64.9 million in shipped and on-hand orders.

With that Lisa, we are now ready for questions.

[Q&A]

Speaker: Kevin Cureton, President & CEO

Thank you Lisa and thank all of you for joining us today.

While this accounting issue remains an important matter, our core strengths are unchanged as you just heard through the discussion. Solésence continues to operate as a market leader in a high-growth business, providing a product line with one of the highest growth rates in the category. When paired with our proven operational improvements, these strong fundamentals demonstrate that our underlying momentum continues to build as we execute on the work ahead.

To help our stakeholders better understand our long-term trajectory as we continue to advance our Transform and Transcend initiatives, we recently uploaded a strategic vision document to our Investor Relations website, which we encourage you all to review.

Looking ahead to the second half of the year, we expect continued progress in our strategy as we demonstrate that Solésence is on the right path to growing our company's enterprise value at a rate significantly greater than the market and creating long-term value through combining financial and operational excellence with world-leading innovation in skin health.

Again, thank you for your continued support, and we look forward to updating you in the next quarter.